

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mitra Sundari</u>  (Last) (First) (Middle) 350 TREAT AVENUE  (Street) SAN FRANCISCO CA 94110  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ouster, Inc. [ OUST ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2021	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/11/2021		A		22,696 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	22,696	D	
Common Stock	03/11/2021		A		15,446 <sup>(3)</sup>	A	\$0.00 <sup>(2)</sup>	38,142	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Reflects an award of restricted stock units ("RSUs"). The RSUs vest as to 1/12 of the the total number of RSUs on each quarterly anniversary of the grant date. The Reporting Person will settle all awards of common stock received in 2021, including vested restricted stock units, on April 30, 2026. The Reporting Person will settle all awards of common stock received in 2022, including vested restricted stock units, on January 1, 2027. The RSUs were previously reported in Table II.
- Each RSU represents a contingent right to receive one share of common stock.
- Reflects an award of RSUs. The RSUs vest as to 25% of the the total number of RSUs on each quarterly anniversary of the grant date. The Reporting Person will settle all awards of common stock received in 2021, including vested restricted stock units, on April 30, 2026. The Reporting Person will settle all awards of common stock received in 2022, including vested restricted stock units, on January 1, 2027. The RSUs were previously reported in Table II.

**Remarks:**

/s/ Adam Dolinko, Attorney-in-Fact 03/15/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.